

AUG 03 '11 -3 22 PM

SURFACE TRANSPORTATION BOARD

**FIRST UNION RAIL**

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

August 2, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease dated April 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27657.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Georgia Central Railway, L.P.  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Drive South, Suite 180  
Jacksonville, FL 32224

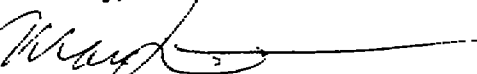
A description of the railroad equipment covered by the enclosed document is for twenty-eight (28) flat cars having SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board, covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures  
(GC005/A)

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ASSGN. NO.: GC005

## MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21 day of April, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Central Railway, L.P. ("Lessee"), a Georgia corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 11, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 28, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Richard F. Seymour

Name:

HIGH VICE PRESIDENTVICE PRESIDENT SALES

Title:

By:

Susan Grokulska

Name:

SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title:

OF DOCUMENTATIONExecuted on this 21<sup>st</sup> day of April, 2011.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of April, 2011.

Notary Public

My Commission Expires:

6-2012

(Notary Public)



**LESSEE:**

GEORGIA CENTRAL RAILWAY, L.P.

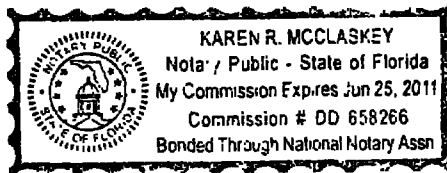
ATTEST:

By: Gary N Furlong  
Name: Gary N Furlong  
Title: AVP Soks/marketing

By: Wm A. Jasper  
Name: William A Jasper  
Title: President

Executed on this 24 day of January, 2011.

[CORPORATE SEAL]



STATE OF Florida  
COUNTY OF Duval

I, Karen B. McClaskey, a Notary Public of the County and State aforesaid, certify that William A. Jasper personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24 day of January, 2011.

Karen R. McClaskey  
Notary Public

Commission Expires:

6/26/2011  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Twenty-eight (28)

DESCRIPTION OF CARS:   73' Centerbeam Flatcars

CAR NUMBERS:

SMW 738147	SMW 738543
SMW 738170	SMW 738583
SMW 738174	SMW 738585
SMW 738187	SMW 738605
SMW 738188	SMW 738651
SMW 738190	SMW 738659
SMW 738232	SMW 738466
SMW 738233	SMW 738492
SMW 738239	SMW 738521
SMW 738247	SMW 738553
SMW 738506	SMW 738563
SMW 738514	SMW 738611
SMW 738527	SMW 738614
SMW 738528	SMW 738670